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DENNIS MONTALI
U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**
Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy
Case No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND
107(b) AND FED. R. BANKR. P. 9018
AUTHORIZING THE SEALING OF THE
DEBTORS' AND SHAREHOLDER
PROONENTS' OBJECTION TO MOTION OF
THE AD HOC COMMITTEE OF SENIOR
UNSECURED NOTEHOLDERS FOR
ENFORCEMENT OF THE NOTEHOLDER RSA**

1 Upon the Motion (the “Sealing Motion”) of PG&E Corporation and Pacific Gas and Electric
2 Company, as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”), and certain
3 funds and accounts managed or advised by Abrams Capital Management, LP, and certain funds and
4 accounts managed or advised by Knighthood Capital Management, LLC (collectively, the “**Shareholder**
5 **Proponents**”), pursuant to sections 105(a) and 107(b) of title 11 of the United States Code
6 (the “**Bankruptcy Code**”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy**
7 **Rules**”), Rule 1001-2(a) of the Bankruptcy Local Rules for the United States District Court for the
8 Northern District of California (the “**Bankruptcy Local Rules**”), and the *New District Wide Procedures*
9 *for Electronically Filing Sealed and Redacted Documents* adopted by the United States Bankruptcy
10 Court for the Northern District of California (the “**Local Procedures**”), for entry of an order
11 (i) authorizing the Debtors and the Shareholder Proponents to file under seal their *Objection To Motion*
12 *Of The Ad Hoc Committee Of Senior Unsecured Noteholders For Enforcement Of The Noteholder RSA*
13 (the “**Objection**”), and (ii) directing that the Objection remain under seal and confidential and not be
14 made available to anyone except as set forth in the Sealing Motion; and consideration of the Sealing
15 Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being
16 proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and
17 determined that notice of the Sealing Motion as provided to the parties listed therein is reasonable and
18 sufficient, and it appearing that no other or further notice need be provided; and this Court having
19 reviewed the Sealing Motion and the Karotkin Declaration submitted in support thereof; and this Court
20 having determined that the legal and factual bases set forth in the Sealing Motion and the Karotkin
21 Declaration establish just cause for the relief granted herein; and it appearing that the relief requested in
22 the Sealing Motion is in the best interests of the Debtors, their estates, creditors, shareholders, and all
23 parties in interest; and upon all of the proceedings had before this Court and after due deliberation and
24 sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Sealing Motion is granted as provided herein.
2. The Debtors and Shareholder Proponents are authorized to file under seal the Objection.
3. The copy of the Objection filed under seal is confidential, shall remain under seal, and shall not be made available to anyone other than the (i) the Court, (ii) the U.S. Trustee on a strictly confidential basis, and (iii) counsel to each of the Creditors Committee, the Tort Claimants Committee, and the Ad Hoc Committee on a strictly confidential and “professionals’ eyes only” basis.
4. Notice of the Sealing Motion as provided therein shall be deemed good and sufficient and the requirements of the Bankruptcy Local Rules are satisfied by such notice.
5. The Debtors and Shareholder Proponents are authorized to take all necessary actions to effectuate the relief granted pursuant to this Order in accordance with the Sealing Motion.
6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**** END OF ORDER ****